

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

	X	
	:	Chapter 11
In re:	:	
	:	Case No. 18-10601 (MFW)
The Weinstein Company Holdings LLC, <i>et al.</i> ,	:	
	:	(Jointly Administered)
Debtors. ¹	:	
	:	Related Docket Nos.: 8, 190, 216, 282, 482, 597, 553, 614, 616,
	:	618-21, 669, 670, 673, 846, 860, 1220, 1247 and 1457
	:	
	X	

**CERTIFICATION OF COUNSEL REGARDING STIPULATION BETWEEN
DEBTORS, LANTERN ENTERTAINMENT LLC AND STUDIOCANAL S.A.S.
REGARDING ASSUMPTION AND ASSIGNMENT OF CONTRACTS**

I, Evelyn J. Meltzer, counsel to Lantern Entertainment LLC ("Lantern"), hereby certify as follows:

1. On March 19, 2018, The Weinstein Company Holdings LLC and its affiliated debtors and debtors-in- possession (collectively, the "Debtors") commenced these voluntary Chapter 11 Cases by filing petitions for relief under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code") in the United States Bankruptcy Court for the District of Delaware (the "Court").

2. On March 20, 2018, the Debtors filed the *Debtors' Motion for Entry of Orders (I)(A) Approving Bidding Procedures for Sale of Substantially All of the Debtors' Assets, (B) Approving Stalking Horse Bid Protections, (C) Scheduling Auction for, and Hearing to Approve, Sale of Substantially All of the Debtors' Assets, (D) Approving Form and Manner of Notices of Sale, Auction and Sale Hearing, (E) Approving Assumption and Assignment*

¹ The last four digits of The Weinstein Company Holdings LLC's federal tax identification number are (3837). The mailing address for The Weinstein Company Holdings LLC is 99 Hudson Street, 4th Floor, New York, New York 10013. Due to the large number of Debtors in these cases, which are being jointly administered for procedural purposes only, a complete list of the Debtors and the last four digits of their federal tax identification numbers are not provided herein. A complete list of this information may be obtained on the website of the Debtors' noticing and claims agent at <http://dm.epiq11.com/twc>.

Procedures and (F) Granting Related Relief and (II)(A) Approving Sale of Substantially All of the Debtors' Assets Free and Clear of All Liens, Claims, Interests and Encumbrances, (B) Approving Assumption and Assignment of Executory Contracts and Unexpired Leases and (C) Granting Related Relief (the "Sale Motion") [Docket No. 8].

3. The Debtors and Lantern entered into the Asset Purchase Agreement dated as of March 19, 2018, which was attached as Exhibit B to the Sale Motion (as amended by the first and second amendments thereto, the "Asset Purchase Agreement").

4. On April 6, 2018, the Court entered the *Order (I) (A) Approving Bidding Procedures for Sale of Substantially All of the Debtors' Assets, (B) Approving Stalking Horse Bid Protections, (C) Scheduling Auction for, and Hearing to Approve, Sale of Substantially All of the Debtors' Assets, (D) Approving Form and Manner of Notices of Sale, Auction and Sale Hearing, (E) Approving Assumption and Assignment Procedures and (F) Granting Related Relief* (the "Bid Procedures Order") [Docket No. 190].

5. On April 13, 2018, the Debtors filed the *Notice of Potential Assumption and Assignment of Executory Contracts or Unexpired Leases and Cure Amounts* (the "April 13 Notice") [Docket No. 216], which attached an exhibit listing certain contracts and leases that the Debtors may potentially assume and assign as part of the sale contemplated by the Bid Procedures Order (the "Sale"), together with associated asserted cure amounts.

6. On April 20, 2018, the Debtors filed the *Notice of Supplemental Potential Assumption and Assignment of Executory Contracts or Unexpired Leases and Cure Amounts* (the "April 20 Notice") [Docket No. 282], which attached an exhibit listing certain additional contracts and leases that the Debtors may potentially assume and assign as part of the Sale, together with associated asserted cure amounts. The April 13 Notice and the April 20 Notice

together included certain contracts to which Studiocanal S.A.S. (together with its affiliates, “Studiocanal”) is a counter-party related to the following motion pictures (together, the “Studiocanal Pictures”): (i) *Paddington 1*; (ii) *Macbeth*; and (iii) *My Blueberry Nights*.

7. On April 27, 2018, the Debtors filed the *Notice of Second Supplemental Potential Assumption and Assignment of Executory Contracts or Unexpired Leases and Cure Amounts* (the “April 27 Notice”) [Docket No. 482], which attached an exhibit listing certain additional contracts and leases that the Debtors may potentially assume and assign as part of the Sale, together with associated asserted cure amounts.

8. On April 30, 2018, Studiocanal, along with other interested parties, filed (1) the *Limited Objection of Interested Parties Studiocanal S.A.S., Gaumont S.A., Wild Bunch, S.A., Delta Last Legion Ltd., Quinta Communications S.A. and Orange Studio (formerly Studio 37) to (A) Proposed Cure Amounts and (B) Assumption of Executory Contracts, and Reservation of Rights* (the “Assumption and Assignment Objection”) [Docket 597] and (2) the *Limited Objection of Interested Parties Studiocanal S.A.S., Gaumont S.A., Wild Bunch, S.A., Delta Last Legion Ltd., Quinta Communications S.A. and Orange Studio (formerly Studio 37) to Sale of Assets and Reservation of Rights* (“Sale Motion Objection”) [Docket No 533], along with various declarations in support of both of the foregoing limited objections [Docket Nos. 614, 616, 618-21, 669, 670, 673]. The Assumption and Assignment Objection and the Sale Motion Objections are referred to collectively as the “Limited Objections”.

9. On May 9, 2018, the Court entered its *Order (I) Authorizing the Sale of All or Substantially All of the Debtors’ Assets Free and Clear of All Liens, Claims, Interests, Encumbrances and Other Interests, (II) Authorizing the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases in Connection Therewith, and (III) Granting Related*

Relief (the “Sale Approval Order”) [Docket No. 846], which *inter alia* approved the sale of substantially all of the Debtors’ assets to Lantern.

10. On May 10, 2018, the Debtors filed the Notice of Final List of Potentially Assumed Contracts and Leases (the “May 10 Notice”) [Docket No. 860], which attached an exhibit listing certain contracts and leases that the Debtors may potentially assume and assign as part of the Sale, together with associated asserted cure amounts. The May 10 Notice included certain contracts to which Studiocanal is a counter-party related to the Studiocanal Pictures.

11. On July 11, 2018, the Court entered its *Order Approving Amendment to Asset Purchase Agreement Entered Into By and Between the Debtors and Lantern Entertainment LLC* [Docket No. 1220], together with the Sale Approval Order (the “Sale Order”).

12. On July 13, 2018, the Debtors and Lantern closed on the Sale of the Debtors’ assets to Lantern under the Asset Purchase Agreement, as authorized by the Sale Order (the “Closing”), and on July 17, 2018, the Debtors filed the *Notice of Closing of the Sale to Lantern Entertainment LLC* [Docket No. 1247].

13. On September 5, 2018, the Debtors filed that certain Notice of Filing List of Assumed Contracts Pursuant to Sale Order (the “September 5 Notice”) [Docket No. 1457], which identifies certain potentially Assumed Contracts (as such term is defined in the Asset Purchase Agreement) that are the subject of the Limited Objections.

14. The Debtors, Lantern and Studiocanal have engaged in good faith discussions regarding the disputes between them. As a result of those discussions, the Debtors, Lantern and the Studiocanal have entered into the *Stipulation Among the Debtors, Lantern Entertainment LLC, and Studiocanal S.A.S. Regarding Assumption and Assignment of Contracts* (the “Stipulation”).

15. Attached hereto as **Exhibit A** is a proposed order (the “Order”) approving the Stipulation. The Stipulation is attached to the Order as **Exhibit 1**.

WHEREFORE, Lantern respectfully requests the entry of the Order attached hereto as **Exhibit A** approving the Stipulation at the earliest convenience of the Court.

Dated: October 16, 2018
Wilmington, DE

Respectfully Submitted,

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